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Thomson Management Group 703-524-8850

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State of Delaware
Secretary of State
Division of Corporations
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**CERTIFICATE OF INCORPORATION
OF
FitzGibbon Media, Inc.**

A CLOSE CORPORATION

FIRST: The name of this corporation is FitzGibbon Media, Inc.

SECOND: Its registered office in the state of Delaware is to be located at 901 Market Street, Suite 460, Wilmington, New Castle County, Delaware 19801. The registered agent in charge thereof is the American Corporate Registry Inc. at the same address.

THIRD: The nature of the business and the object and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The amount of total authorized capital stock of the corporation is divided into one thousand (1,000) shares of no-par value.

FIFTH: The name and mailing address of the incorporator is as follows: Alexander B. Thomson, Thomson Management Group, Inc. 2108 North Military Road, Arlington, VA 22207

SIXTH: The powers of the incorporator are to terminate upon filing of the certificate of incorporation, and the name and address of the person who is to serve as managing stockholder is Trevor FitzGibbon, 1022 Spring Road NW, Washington, DC 20010; however the authority to make and to alter or amend the by-laws and establish policy for the corporation may be vested in the Board of Directors.

SEVENTH: All of the corporations issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

EIGHTH: All of the issued stock of all classes shall be subject to one or more of the restrictions on transfer permitted by Section 202 of the General Corporation of Law, including the requirement that each stockholder shall offer in the Corporation or to other stockholders of the Corporation a thirty (30) day first refusal option to purchase their stock should they elect to sell their stock.

NINTH: The Corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.

TENTH: Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

I, Alexander B. Thomson, for the purpose of forming a corporation under the laws of the State of Delaware do make, file and record this certificate, and do certify that the facts herein stated are true; and I have accordingly hereunto set my hand.

DATED AT: Arlington, Virginia
THIS 23rd Day of August 2011


Alexander B. Thomson

**BY-LAWS
OF
FitzGibbon Media, Inc.**

ARTICLE I - OFFICES

SECTION 1. REGISTERED OFFICE. - The registered office shall be established and maintained at 901 Market Street, Suite 460, Wilmington, Delaware 19801.

SECTION 2. OTHER OFFICES. - The corporation may have other offices, either within or without the State of Delaware, at such place or places as the Board of Directors may from time to time appoint or the business of the corporation may require.

ARTICLE II - MEETING OF STOCKHOLDERS

SECTION 1. ANNUAL MEETINGS. - Annual meetings of stockholders for the election of directors and for such other businesses as may be stated in the notice of the meetings, shall be held at such place, either within or without the State of Delaware, and at such time and date as the Board of Directors, by resolution, shall determine and as set forth in notice of the meeting. In the event the Board of Directors fails to so determine the time, date and place of meeting, the annual meeting of stockholders shall be held at the registered office of the corporation in Delaware on September 1st. If the date of the annual meeting shall fall upon a legal holiday, the meeting may be held on the next succeeding business day. At each annual meeting, the stockholders entitled to vote shall elect a Board of Directors and may transact such other corporate business as shall be stated in the notice of the meeting.

SECTION 2. OTHER MEETINGS. - Meetings of stockholders for any purpose other than election of directors may be held at such time and place, within or without the State of Delaware, as shall be stated in the notice of the meeting.

SECTION 3. VOTING - Each stockholder entitled to vote in accordance with the terms and provisions of the Certificate of Incorporation and these by-laws shall be entitled to one vote, in person or proxy, for each share of stock entitled to vote held by such stockholder, but no proxy shall be voted after one year from its date unless such proxy provides for a longer period. Any vote may be taken by voice or by show of hands unless a stockholder entitled to vote objects, in which case written ballots shall be used. All elections for directors shall be by written ballot and decided by plurality vote; all other questions shall be decided by majority vote except as otherwise provided by the Certificate of Incorporation or the laws of the State of Delaware.

SECTION 4. STOCKHOLDER LIST. - The officer who has charge of the stock ledger of the corporation shall at least 10 days before each meeting of the stockholders prepare a complete alphabetically addressed list of the stockholders entitled to vote at the ensuing election, with the number of shares held by each. Said list shall be open to the examination of any stockholder, at such place as specified in the notice, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting. The list shall also be available for inspection at the meeting.

SECTION 5. QUORUM. - Except as otherwise required by law, by the Certificate of Incorporation or by these By-Laws, the presence, in person or by proxy, of stockholders representing a majority of the corporation entitled to vote shall constitute a meeting, and may conduct such business as may be properly brought before the meeting until it is adjourned. If a majority of interest of the stockholders entitled to vote thereat, is not present in person or by proxy, the stockholders present in person or by proxy shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. When the requisite amount of stock entitled to vote at any meeting has been made, such determination shall apply, and said stockholders shall be entitled to vote at any adjournment or adjournments thereof.

SECTION 6. SPECIAL MEETINGS. - Special meetings of the stockholders, for any purpose, unless otherwise prescribed by statute or by Certificate of Incorporation, may be called by the president and shall be called by the president or secretary at the request in writing of a majority of the directors or stockholders entitled to vote. Such request shall state the purpose of the proposed meeting.

SECTION 7. NOTICE OF MEETINGS. - Written notice, stating the place, date and time of the meeting, and the general nature of the business to be considered, shall be given to each stockholder entitled to vote thereat his/her address as it appears on the records of the corporation, not less than ten nor more fifty days before the date of the meeting.

SECTION 8. - BUSINESS TRANSACTED. - No business other than that stated in the notice shall be transacted at any meeting without the unanimous consent of all the stockholders entitled to vote thereat.

SECTION 9. - ACTION WITHOUT MEETING. - Except as otherwise provided by the Certificate of Incorporation, whenever the vote of stockholders at a meeting thereof is required or permitted to be taken in connection with any corporate action, by any provisions of the statutes or the Certificate of Incorporation or of these By-Laws, the meeting and vote of stockholders may be dispensed with, if all the stockholders who would have been entitled to vote on the action if such meeting were held, shall consent in writing that such corporate action be taken.

ARTICLE III - DIRECTORS

SECTION 1. NUMBER AND TERM. - The number of directors shall be set by the Board. The directors shall be elected at the annual meeting of stockholders and each director shall be elected to serve until his/her successor is elected and qualified.

SECTION 2. RESIGNATIONS. - Any director, member of a committee or other officer May resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

SECTION 3. VACANCIES. - If the office of any director, member of a committee or other officer becomes vacant, the remaining directors in office, though less than a quorum, by a majority vote, may appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term and until his/her successor shall be duly chosen and qualified.

SECTION 4. REMOVAL. - Any director may be removed either for or without cause at any time by the affirmative vote of the holders of shares having a majority of all the shares of stock outstanding and entitled to vote, at the annual meeting or a special meeting of the stockholders called for that purpose.

SECTION 5. INCREASE OF NUMBER. - The number of directors may be increased by amendment of these By-Laws by the affirmative vote of a majority of the directors though less than a quorum, or, by the affirmative vote of a majority in interest of the stockholders, at the annual meeting or at a special meeting called for that purpose, and by like vote the additional directors may be chosen at such meeting to hold office until the next annual election and until their successors are elected and qualified.

SECTION 6. COMPENSATION. - Directors shall not receive any stated salary for their services as directors or as members of committees, but by resolution of the board a fixed fee and expenses of attendance may be allowed for attendance at each meeting. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity as an office, agent or otherwise, and receiving compensation therefor.

SECTION 7. ACTION WITHOUT MEETING. - Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting, if prior notice of such action or a written consent thereto is signed by all members of the board, or of such committee as the case may be, and such written consent is filed with the minutes of the meeting of the board or committee.

ARTICLE IV - OFFICERS

SECTION 1. OFFICERS. - The officers of the corporation shall consist of a President, a Treasurer, and a Secretary, and shall be elected by the Board of Directors and shall hold office until their successors are elected and qualified. In addition, the Board of Directors May elect a Chairperson, one or more Vice- Presidents and such Assistant Secretaries and Assistant Treasurers as it May deem proper. None of the officers of the corporation need be directors. The officers shall be elected at the first meeting of the Board of Directors after each annual meeting. More than two offices may be held by the same person.

SECTION 2. OTHER OFFICERS AND AGENTS. - The Board of Directors may appoint such officers and agents as it may deem advisable, who shall hold their offices for such terms and shall exercise such power and perform such duties as shall be determined from time to time by the Board of Directors.

SECTION 3. CHAIRPERSON. - The Chairperson of the Board of Directors, if one is elected, shall preside at all meetings of the Board of Directors and he/she shall have and perform such other duties as, from time to time, may be assigned to him/her by the Board of Directors.

SECTION 4. PRESIDENT. - The President shall be the chief executive officer of the corporation and shall have the general powers and duties of supervision and management usually vested in the office of the President of the corporation. He/She shall preside at all meetings of the stockholders if present thereat, and in the absence or non-election of the Chairperson of the Board of Directors, at all meetings of the Board of Directors, and shall have general supervision, direction and control of the business of the corporation, and except as the Board of Directors shall authorize the execution thereof in some other manner, he/she shall execute bonds, mortgages, and other contracts on behalf of the corporation, and shall cause the seal to be affixed to any instrument requiring it and when so affixed the seal shall be attested by the signature of the Secretary or the Treasurer or an Assistant Secretary or an Assistant Treasurer.

SECTION 5. VICE-PRESIDENT. - Each Vice-President shall have such powers and shall perform such duties as shall be assigned to him/her by the President.

SECTION 6. TREASURER. - The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of the receipts and disbursements in books belonging to the corporation. He/She shall deposit all moneys and other valuables in the name and to the credit of the corporation in such depositories as May be designated by the Board of Directors.

The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, or the President, taking proper vouchers for such disbursements. He/She shall render to the President and the Board of Directors at the regular meeting of the Board of Directors, or whenever they may request it, an account of all his/her transactions as Treasurer and of the financial condition of the corporation. If required by the Board of Directors, he/she shall give the corporation a bond for the faithful discharge of his/her duties in such amount and with such surety as the Board shall prescribe.

SECTION 7. SECRETARY. - The Secretary shall give, or cause to be given, notice of all meetings of stockholders and directors, and all other notices required by law or by these By-Laws, and in case of his/her absence or refusal or neglect to do so, such notice may be given by any other person thereunto directed by the President, or by the directors, or stockholders, upon whose requisition the meeting is called as provided by these By-Laws. He/she shall record all the proceedings of the meetings of the corporation and of directors in a book to be kept for that purpose, and shall affix the seal to all instruments requiring it, when authorized by the Board of Directors or the President, and attest the same.

SECTION 8. ASSISTANT TREASURERS & ASSISTANT SECRETARIES. - Assistant Treasurers and Assistant Secretaries, if any, shall be elected and shall have such powers and shall perform such duties as shall be assigned to them, respectively, by the Board of Directors.

ARTICLE V

SECTION 1. CERTIFICATES OF STOCK. - Every holder of stock in the corporation shall be entitled to have a certificate, signed by, or in the name of the corporation by the chairperson of the Board of Directors, or the President and the Treasurer, or the Secretary of the corporation, certifying the number of shares owned by him/her in the corporation. If the corporation shall be authorized to issues more than one class of stock or more than one series of any class, the designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations, or restrictions of such preferences and/or rights shall be set forth in full or summarized on the face or the back of the certificate which the corporation shall issue to represent such class or series of stock, provided that, except as otherwise provided in section 202 of the General Corporation Law of Delaware, in lieu of the foregoing requirements, a statement that the corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock series thereof and the qualifications, limitations or restrictions of such preferences and/or rights. Where a certificate is countersigned (1) by a transfer agent other than the corporation or its employee, or (2) by a registrar other than corporation or its employee, the signatures of such officers may be facsimiles.

SECTION 2. LOST CERTIFICATES. - New certificates of stock may be issued in the place of any certificate thereof issued by the corporation, alleged to have been lost or destroyed, and the directors may, in their discretion, require the owner of the lost or destroyed certificate or his/her legal representatives, to give the corporation a bond, in such sum as they may direct, not exceeding double the value of the stock, to indemnify the corporation against it on account of alleged loss of any such new certificate.

SECTION 3. TRANSFER OF SHARES. - The shares of stock of the corporation shall be transferable only upon its books by the holders thereof in person or by their duly authorized attorneys or legal representatives, and upon such transfer the old certificates shall be surrendered to the corporation by the delivery thereof to the person in charge of the stock and transfer books and ledgers, or to such other persons as the directors may designate, by whom they shall be canceled, and new certificates shall thereupon be issued. A record shall be made of each transfer and whenever a transfer shall be made for collateral security, and not absolutely, it shall be so expressed in the entry of the transfer.

SECTION 4. STOCKHOLDERS RECORD DATE. - In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty nor less than ten days before the day of such meeting, nor more than sixty days prior to any other action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjournment meeting.

SECTION 5. DIVIDENDS. - Subject to the provisions of the Certificate of Incorporation, the Board of Directors may, out of funds legally available therefore at any regular or special meeting, declare dividends upon the capital stock of the corporation as and when they deem expedient. Before declaring any dividends there may be set apart out of any funds of the corporation available for dividends, such sum or sums as the directors, from time to time in their discretion, deem proper working capital or as a reserve fund to meet contingencies or for equalizing dividends or for such other purposes as the directors shall deem conducive to the interests of the corporation.

SECTION 6. SEAL. - The corporation seal shall be circular in form and shall contain the name of the corporation, the year of its creation and the words "CORPORATE SEAL OF DELAWARE." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

SECTION 7. FISCAL YEAR. - The fiscal year of the corporation shall be determined by resolution of the Board of Directors.

SECTION 8. CHECKS. - All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness shall be issued in the name of the corporation, and in such manner as shall be determined from time to time by resolution of the Board of Directors.

SECTION 9. NOTICE AND WAIVER OF NOTICE. - Whenever any notice is required by these By-Laws to be given, personal notice is not required unless expressly stated, and any notice shall be deemed to be sufficient if given by depositing the same in the United States mail, postage prepaid, addressed to the person entitled thereto at his/her address as it appears on the records of the corporation, such notice shall be deemed to have been given on the day of such mailing. Stockholders not entitled to vote shall not be entitled to receive notice of any meetings except as otherwise provided by statute. Whenever any notice whatever is required to be given under the provisions of any law, or under the provisions of the Certificate of Incorporation of the corporation or these By-Laws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed proper notice.

ARTICLE VI - AMENDMENTS

These By-Laws may be altered, amended or repealed or new By-Laws May be adopted at any meeting of the stockholders by the affirmative vote of a majority of the stock issued and outstanding or entitled to vote thereat, or by the regular or special meeting of the Board of Directors, by the affirmative vote of a majority of the directors present at such meeting, if notice is contained in the notice of such special meeting.